

**HEARING DATE AND TIME: March 11, 2015 at 10:00 a.m. (Eastern Time)**  
**RESPONSE DEADLINE: February 9, 2015 at 4:00 p.m. (Eastern Time)**

THIS OBJECTION SEEKS TO REDUCE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF 492ND OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN THE SCHEDULES ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ANDREW J. ROSSMAN, AT 212-849-7000.

**QUINN EMANUEL**  
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*Counsel for Lehman Brothers Holdings Inc.*

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

Chapter 11  
Case No. 08-13555 (SCC)

In re

LEHMAN BROTHERS INC.,

Debtor.

Case No. 08-01420 (SCC) SIPA

**NOTICE OF HEARING ON LEHMAN BROTHERS HOLDINGS INC.'S 492ND  
OMNIBUS OBJECTION TO MISCELLANEOUS CLAIMS BY VARIOUS  
SUBSIDIARIES OF JPMORGAN CHASE & CO. AGAINST VARIOUS DEBTORS  
(INSUFFICIENT DOCUMENTATION CLAIMS)**

**PLEASE TAKE NOTICE** that on January 7, 2015, Lehman Brothers Holdings Inc. (“LBHI”), as debtor and debtor in possession, filed its 492nd Omnibus Objection to Claims by Various Subsidiaries of JPMorgan Chase & Co. Against Various Debtors (the “Objection”), and that a hearing (the “Hearing”) to consider the Objection shall be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”), on **March 11, 2015 at 10:00 a.m. (Eastern Time)** (the “Hearing”), or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that responses, if any, to the Objection must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the responding party, the basis for the response and the specific grounds thereof, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-399, and on (i) the Chambers of the Honorable Shelley C. Chapman, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Lori Fife, Esq.); (iii) conflicts counsel for the Debtors, Quinn Emanuel Urquhart & Sullivan, LLP, 51 Madison Avenue, 22<sup>nd</sup> Floor, New York, New York 10010 (Attn: Andrew J. Rossman, Esq. and Tyler G.

Whitmer, Esq.); (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004 (Attn: Elisabeth Gasparini, Esq. and Andrea Schwartz, Esq.); and (v) attorneys for the Official Committee of Unsecured Creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq. and Evan Fleck, Esq.) so as to be filed and received by no later than **February 9, 2015 at 4:00 p.m. (Eastern Time)** (the "Response Deadline").

**PLEASE TAKE FURTHER NOTICE** that if no responses are timely filed and served with respect to the Objection or any claim set forth thereon, LBHI may, on or after the Response Deadline, submit to the Bankruptcy Court an order, which order may be entered with no further notice or opportunity to be heard offered to any party.

*[Remainder of Page Intentionally Left Blank]*

**PLEASE TAKE FURTHER NOTICE** that responding parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: January 7, 2015  
New York, New York

**QUINN EMANUEL URQUHART &  
SULLIVAN, LLP**

By: /s/ Andrew J. Rossman  
Susheel Kirpalani  
Andrew J. Rossman  
Tyler G. Whitmer  
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MISCELLANEOUS CLAIMS BY VARIOUS SUBSIDIARIES OF JPMORGAN  
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THIS OBJECTION SEEKS TO REDUCE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF 492ND OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN THE SCHEDULES ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ANDREW J. ROSSMAN, AT 212-849-7000.

TO THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI" or the "Plan Administrator"), as Plan Administrator under the Modified Amended Joint Chapter 11 Plan of Lehman Brothers Holdings, Inc. and its Affiliated Debtors (the "Plan") for the entities in the above referenced chapter 11 cases (collectively, the "Chapter 11 Estates"), respectfully represent as follows:

**Relief Requested**

1. LBHI files this 492nd Omnibus Objection to Miscellaneous Claims by Various Subsidiaries of JPMorgan Chase & Co. Against Various Debtors (the "Objection"), pursuant to section 502(b) of the Bankruptcy Code, Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and this Court's Order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the "Procedures Order") [Docket No. 6664], seeking an order requiring further support for, and in the absence thereof, reduction of the claims listed on Exhibit A attached hereto (collectively, the "Claims").

2. Each of the Claims was filed against the Debtors with documentation insufficient to permit the Plan Administrator to evaluate the asserted basis and merits of the claim. The Claims do not constitute valid *prima facie* claims, and LBHI requests that, in the absence of further supporting documentation, the Claims be reduced as set forth in Exhibit A.

**Jurisdiction**

3. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).

### **Procedural Background**

4. Beginning on September 15, 2008, and periodically thereafter, LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

5. On September 19, 2008, the Honorable Gerard E. Lynch, Judge of the United States District Court for the Southern District of New York, entered the Order Commencing Liquidation pursuant to the provisions of the Securities Investor Protection Corporation Act ("SIPA") with respect to LBI.

6. On July 2, 2009, this Court entered an order setting forth the procedures and deadlines for filing proofs of claim in these chapter 11 cases (the "Bar Date Order") [Docket No. 4271]. A copy of the Bar Date Order was made publicly available at <http://www.lehman-docket.com>.

7. Claimants received notice of the Bar Date Order by mail. (*See* Notice of Deadlines for Filing Proofs of Claim (the "Bar Date Notice").) The Bar Date Notice also was posted on the docket, and the Bar Date Order was published in The New York Times (International Edition), The Wall Street Journal (International Edition), and The Financial Times. A list of the Debtors in these chapter 11 cases and their respective case numbers was included as part of the Bar Date Notice as well as on the instructions to the proof of claim form. (Bar Date Notice at Schedule A.) In accordance with the Bar Date Order's requirement that claims be filed against the proper Debtor, the Bar Date notice stated, in bold-face type and in capital letters, that

"YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS." (*Id.* at 3).

8. On January 14, 2010, this Court entered the Procedures Order, which authorizes the Debtors to file omnibus objections to no more than 500 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order. One such "Additional Permitted Ground" in the Procedures Order is that "the Claims do not include sufficient documentation to ascertain the validity of the Claim." (Procedures Order at 2.)

9. On December 6, 2011, the Court entered an order confirming the Plan. The Plan became effective on March 6, 2012.

### **Objection**

10. In reviewing the claims filed on the claims register in these cases, LBHI has identified the Claims as claims that should be, absent additional supporting documentation, reduced on the basis that they include insufficient supporting documentation to support liability against the Debtors.

11. This Court and others in the Second Circuit have held that "claims can be disallowed for failure to support the claim with sufficient evidence . . . because absent adequate documentation, the proof of claim is not sufficient for the objector to concede the validity of the claim." *In re Minbatiwalla*, 424 B.R. 104, 119 (Bankr. S.D.N.Y. 2010); *In re Porter*, 374 B.R. 471, 483 (Bankr. D. Conn. 2007).

12. The Bar Date Order and the Bankruptcy Rules' official proof of claim form both require that each proof of claim include supporting documentation. (Bar Date Order at 6.) The Claims do not comply with this requirement because they fail to provide enough information to allow LBHI to assess the basis and merits of the Claims.

13. LBHI therefore respectfully requests that the Court enter an order requiring JPMorgan<sup>1</sup> to submit documentary support sufficient to ascertain the validity of each item in Exhibit A<sup>2</sup> or, in the absence of such support, reduce the Claims, as appropriate.

**Notice**

14. No trustee has been appointed in these chapter 11 cases. LBHI has served notice of this Objection on (i) the U.S. Trustee; (ii) the attorney for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) JPMorgan Chase Bank, N.A.; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures* entered on June 17, 2010 [Docket No. 9635]. LBHI submits that no other or further notice need be provided.

15. No previous request for the relief sought herein has been made by LBHI to this or any other court.

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<sup>1</sup> “JPMorgan” refers collectively to each of the subsidiaries of JPMorgan Chase & Co. that filed proofs of claim at issue in this Objection, as listed in Exhibit A.

<sup>2</sup> Additional information about the specific items at issue is included in Exhibit B.

**WHEREFORE**, LBHI respectfully requests that the Court enter an Order (a) granting the relief requested herein and (b) granting LBHI such other relief as is just.

Dated: January 7, 2015  
New York, New York

**QUINN EMANUEL URQUHART &  
SULLIVAN, LLP**

By: /s/ Andrew J. Rossman  
Susheel Kirpalani  
Andrew J. Rossman  
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(212) 849-7000  
*Counsel for Lehman Brothers Holdings Inc.*

## OMNIBUS OBJECTION 492: EXHIBIT A - INSUFFICIENT DOCUMENTATION

NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	ASSERTED CLAIM DOLLARS	AMOUNTS TO BE DISALLOWED	REASON FOR PROPOSED DISALLOWANCE	
1	JP MORGAN MARKETS LIMITED	08-13555 (SCC)	Lehman Brothers Holdings Inc.	04/01/2010	66474	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66474 that relate to a LBREM II Master Repurchase Agreement Guaranty.								
2	JP MORGAN SECURITIES INC	08-13555 (SCC)	Lehman Brothers Holdings Inc.	04/01/2010	66452	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66452 that relate to the Master Securities Lending Agreement.								
3	JPMORGAN CHASE BANK, N.A.	08-13888 (SCC)	Lehman Brothers Special Financing Inc.	04/01/2010	66455	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66455 that relate to Post-Petition Legal Expenses, Post-Petition Service Fees and Pre-Petition Billed and Unbilled Fees.								
4	JPMORGAN CHASE BANK, N.A.	08-13555 (SCC)	Lehman Brothers Holdings Inc.	04/01/2010	66462	Undetermined	Undetermined	Insufficient Documentation
This Objection applies to those portions of claim number 66462 that relate to Direct claims against LBHI for Post-Petition Legal Expenses, Post-Petition Service Fees and Pre-Petition Securities Contract Service Fees and Account Charges. Additionally, this Objection applies to guarantee claims relating to Pre and Post-Petition Service Fees; Post-Petition Broker Dealer Fees; Post-Petition Consulting Expenses; Post-Petition Legal Expenses; Pre-Petition Custody Fees and Account Charges; Pre-Petition TSS Service Fees and Account Charges; Pre-Petition UK Custody Fees and Account Charges and BGI-Related Securities Lending Claim.								
5	JPMORGAN CHASE BANK, N.A.	08-13899 (SCC)	Lehman Brothers Derivative Products Inc.	04/01/2010	66465	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66465 that relate to Post-Petition Service Fees and Pre-Petition Service Fees.								
6	JPMORGAN CHASE BANK, N.A.	08-13900 (SCC)	Lehman Commercial Paper Inc.	04/01/2010	66466	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66466 that relate to Post-Petition Service Fees and Pre-Petition Service Fees.								
7	JPMORGAN CHASE BANK, N.A.	08-13893 (SCC)	Lehman Brothers OTC Derivatives Inc.	04/01/2010	66468	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66468 that relate to Post-Petition Service Fees and Pre-Petition Service Fees.								

## OMNIBUS OBJECTION 492: EXHIBIT A - INSUFFICIENT DOCUMENTATION

NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	ASSERTED CLAIM DOLLARS	AMOUNTS TO BE DISALLOWED	REASON FOR PROPOSED DISALLOWANCE
8 JPMORGAN CHASE BANK, N.A.	08-13902 (SCC)	Lehman Brothers Financial Products Inc	04/01/2010	66469	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66469 that relate to Post-Petition Service Fees and Pre-Petition Service Fees.							
9 JPMORGAN CHASE BANK, N.A.	08-13885 (SCC)	Lehman Brothers Commodity Services Inc.	04/01/2010	66473	Undetermined	Undetermined	Insufficient Documentation
This Objection applies solely to those portions of claim number 66473 that relate to Pre-Petition Service Fees.							

IN RE: LEHMAN BROTHERS HOLDINGS INC., ET AL., CASE NO: 08-13555 (SCC)  
OMNIBUS OBJECTION 492: EXHIBIT B – SUPPLEMENTAL INFORMATION

	JPMorgan Entity	Lehman Entity	Direct Claim #	Guaranty Claim #	Annex Page No.	Claim Description	Amount
1	JPMCB	LBI		66462	LBI A. VII.	Post-Petition Legal Expenses	12,102,386
2	JPMCB	LBI		66462	30	BGI Related Securities Lending Claim	8,024,375
3	JPMCB	LBI		66462	LBI A. VII.	Pre-Petition TSS Service Fees and Account Charges	2,803,620
4	JPMI	LBI		66452	LBI B. I.	Master Securities Lending Agreement	10,097,117
5	JPMCB	LBI		66462	LBI A. VII.	Post-Petition Consulting Expenses	1,913,362
6	JPMCB	LBI		66462	LBI A. VII.	Post-Petition Broker Dealer Fees	491,692
7	JPMCB	LBI		66462	LBI A. VII.	Pre-Petition UK Custody Fees and Account Charges	64,925
8	JPMCB	LBI		66462	LBI A. VII.	Pre-Petition Custody Fees and Account Charges	41,949
9	JPMM / BSIL	LBREM II BSFMH		66474	9	GMRA	18,907,989
10	JPMCB	LBHI	66462		7	Post-Petition Legal Expenses	3,426,131
11	JPMCB	LBSF	66455	66462	16	Post-Petition Legal Expenses	1,270,086
12	JPMCB	LBEF Cayman		66462	28	Post-Petition Legal Expenses	9,245
13	JPMCB	LBSF	66455	66462	15	Pre-Petition Billed / Unbilled Fees	931,882
14	JPMCB	LBHI	66462		7	Post-Petition Service Fees	539,645
15	JPMCB	LBSF	66455	66462	15	Post-Petition Service Fees	125,030
16	JPMCB	LBCS	66473	66462	18	Pre-Petition Service Fees	50,583
17	JPMCB	LOTC	66468	66462	26	Pre-Petition Service Fees	31,664
18	JPMCB	LBDP	66465	66462	25	Post-Petition Service Fees	17,343
19	JPMCB	Lehman Re Ltd		66462	38	Post-Petition Service Fees	12,500
20	JPMCB	LBDP	66465	66462	25	Pre-Petition Service Fees	11,272
21	JPMCB	LCPI	66466	66462	25	Pre-Petition Service Fees	6,947

	JPMorgan Entity	Lehman Entity	Direct Claim #	Guaranty Claim #	Annex Page No.	Claim Description	Amount
22	JPMCB	LBAM Ireland		66462	38	Post-Petition Service Fees	5,717
23	JPMCB	LBFP	66469	66462	26	Pre-Petition Service Fees	5,545
24	JPMCB	LBFP	66469	66462	26	Post-Petition Service Fees	5,501
25	JPMCB	LOTC	66468	66462	26	Post-Petition Service Fees	5,336
26	JPMCB	LII		66462	27	Post-Petition Service Fees	4,573
27	JPMCB	LBB		66462	28	Post-Petition Service Fees	2,157
28	JPMCB	LII		66462	27	Pre-Petition Service Fees	3,457
29	JPMCB	LBHI	66462		7	Pre-Petition Securities Contract Service Fees and Account Charges	1,335
30	JPMCB	Aristos		66462	26	Post-Petition Service Fees	584
31	JPMCB	Bromley		66462	27	Post-Petition Service Fees	531
32	JPMCB	Aristos		66462	26	Pre-Petition Service Fees	458
33	JPMCB	Bromley		66462	27	Pre-Petition Service Fees	458
34	JPMCB	LBJ		66462	36	Pre-Petition Service Fees	579
35	JPMCB	LBJ		66462	36	Post-Petition Service Fees	1,131
36	JPMCB	LCPI	66466	66462	25	Post-Petition Service Fees	6,037